6009114

SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a control number.



ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

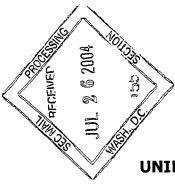
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 16



FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY					
Serial					
ERECEIVED					

Name of Offering (check	if this is an amendment	and name has changed	i, and indicate change.)
Multi Media Tutorial Sei	vices, Inc.	_	

Filing Under (Check box(es) that apply):

Type of Filing: [] New Filing [X] Amendment

A. BASIC IDENTIFICATION DATA

PROCESSED

Enter the information requested about the issuer

JUL 28 2004

Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) **Multi Media Tutorial Services. Inc.**

THOMSON

Address of Executive Offices (Including Area Code)

(Number and Street, City, State, Zip Code)

Telephone Number (718) 758-3807

Multi Media Tutorial Services, Inc.

1214 East 15th Street

Brooklyn, New York 11230

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

Telephone Number

(Including Area Code)
(if different from Executive Offices)

er MM

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$0	\$0
Equity	\$0	\$0
[] Common [] Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other (Specify) Up to \$1,500,000 of Series D Units; each Unit consists of 1,000,000 shares of common stock and 1 Series D Unsecured 10% convertible promissory note	\$1,500,000	\$353,000
Total	\$1,500,000	\$353,000
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	\$0
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)	0	\$0
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		. Φ
Transfer Agent's Fees	[]\$	
Printing and Engraving Costs	[]\$	
Legal Fees	[]\$	9,910
Accounting Fees	[]\$	0

Engineering Fees		
		[]\$1400.00
Total	[]\$11	,310.00
b. Enter the difference between the aggregate offering price given in response Question 1 and total expenses furnished in response to Part C - Question 4. difference is the "adjusted gross proceeds to the issuer."		1,690
5. Indicate below the amount of the adjusted gross proceeds to the issuer use or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.	•	
	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[]\$0	[]\$
Purchase of real estate	[]\$0	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$0	[]\$
Construction or leasing of plant buildings and facilities	[]\$0	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$0	[]\$
Repayment of indebtedness	[]\$0	[]\$
Working capital	[X] \$341,690	[]\$
Other (specify): Licensing, Technology and Sales, Marketing	[]\$0	[]\$
	[]\$0	[]\$

[**X**] \$341,690

[X] \$341,690

[]\$0

Column Totals

Total Payments Listed (column totals added)